

11/25/2011

Form PTO-1594 (Rev. 03-11)
OMB Collection 0651-0027 (exp.



U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

11/21/11
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SHEET 1
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To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Amsted Rail Company, Inc. ASF-Keystone, Inc.
Brenco, Incorporated
Griffin Wheel Company, Inc.
Unit Rail Anchor Company, Inc.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: Delaware
 Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) September 29, 2008

- Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Amsted Rail Company, Inc.

Internal Address: _____

Street Address: 311 South Wacker, Suite 5300

City: Chicago

State: Illinois

Country: US Zip: 60606

Association Citizenship _____

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship Delaware

Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: AMSTED Industries Incorporated

Internal Address: Edward J. Brosius

Street Address: Two Prudential Plaza

180 N. Stetson St., Suite 1800

City: Chicago

State: Illinois Zip: 60601

Phone Number: 312-819-8482

Fax Number: 312-819-8484

Email Address: ebrosius@amsted.com

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$115.00

- Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

11-21-2011

Deposit Account Number: 01-1780

Authorized User Name: AMSTED Industries Incorporated

9. Signature:

Signature

11-17-11

Date

Edward J. Brosius

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 5

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 004679 FRAME: 0696

Schedule A
U.S. Trademarks

U.S. Trademark Registration Number	Mark
1,777,652	BRENCO
1,752,424	DDL
1,808,835	E-Z WRENCH
1,734,355	UNIT IV

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"AMSTED RAIL COMPANY, INC.", A DELAWARE CORPORATION,
"BRESCO, INCORPORATED", A VIRGINIA CORPORATION,
"GRIFFIN WHEEL COMPANY, INC.", A DELAWARE CORPORATION,
"UNIT RAIL ANCHOR COMPANY, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ASF-KEYSTONE, INC." UNDER THE NAME OF "AMSTED RAIL COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2008, AT 11:14 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF OCTOBER, A.D. 2008, AT 12:01 O'CLOCK A.M.

0746607 8330

081015180

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6895470

DATE: 10-06-08

TRADEMARK
REEL: 004679 FRAME: 0698

CERTIFICATE OF MERGER
OF
BRESCO, INCORPORATED
GRIFFIN WHEEL COMPANY, INC.
UNIT RAIL ANCHOR COMPANY, INC.
AMSTED RAIL COMPANY, INC.
AND
ASF-KEYSTONE, INC.

(Pursuant to Section 252 of the General Corporation Law of the State of Delaware)

ASF-Keystone, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify as follows:

1. The constituent business corporations participating in the merger herein certified are:
 - (i) Brenco, Incorporated, which is incorporated under the laws of the Commonwealth of Virginia;
 - (ii) Griffin Wheel Company, Inc., which is incorporated under the laws of the State of Delaware;
 - (iii) Unit Rail Anchor Company, Inc., which is incorporated under the laws of the State of Delaware;
 - (iv) Amsted Rail Company, Inc., which is incorporated under the laws of the State of Delaware; and
 - (v) ASF-Keystone, Inc., which is incorporated under the laws of the State of Delaware.
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations above in accordance with Section 252 of the General Corporation Law of the State of Delaware.
3. The surviving corporation in the merger herein certified is ASF-Keystone, Inc., which will continue its existence as a corporation incorporated under the laws of the State of Delaware but shall change its name to "Amsted Rail Company, Inc." as provided in this certificate.

4. The Certificate of Incorporation of ASF-Keystone, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation, except that Article First of shall be amended to read as follows at the effective date and time of the merger:

"The name of the corporation is Amsted Rail Company, Inc."

Such Certificate of Incorporation shall continue in full force and effect until further amended and changed pursuant to the General Corporation Law of the State of Delaware.

5. The executed Agreement and Plan of Merger among the constituent corporations above is on file at an office of the surviving corporation, the address of which is as follows:

Amsted Rail Company, Inc.
181 West Madison Street, 32nd Floor
Chicago, IL 60606
Attention: Secretary

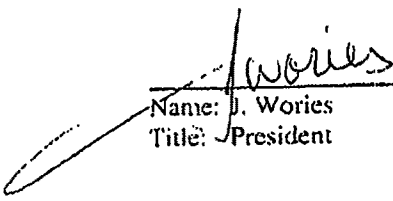
6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The terminating constituent corporation Brenco, Incorporated, a Virginia corporation, has authority to issue 1000 shares of stock, par value \$1.00 per share.

8. The merger herein certified shall be effective as of 11:59 p.m. on September 30, 2008.

Dated as of September 29, 2008

ASF-KEYSTONE, INC.


Name: J. Worries
Title: President

CH15842466.4